

Fill in this information to identify the case:

United States Bankruptcy Court for the

District of Utah, Central Division

(State)

Case number (if known): 17- Chapter 11

☐ Check if this is an amended filing

Official Form 201

Voluntary Petition for Non-Individuals Filing for Bankruptcy

12/15

If more space is needed, attach a separate sheet to this form. On the top of any additional pages, write the debtor's name and the case number (if known). For more information, a separate document, *Instructions for Bankruptcy Forms for Non-Individuals*, is available.

1. Debtor's name

VidAngel, Inc.

2. All other names debtor used in the last 8 years

VidAngel, VidAngel Studios

Include any assumed names, trade names, and *doing business* as names

3. Debtor's federal Employer Identification Number (EIN)

4 6 - 5 2 1 7 4 5 1

4. Debtor's address

Principal place of business

295 W Center Str.

Number Street

Provo, UT 84601

City State ZIP Code

Utah County

County

Mailing address, if different from principal place of business

Number Street

P.O. Box

City State ZIP Code

Location of principal assets, if different from principal place of business

Number Street

City State ZIP Code

5. Debtor's website (URL)

www.vidangel.com

6. Type of debtor

☒ Corporation (including Limited Liability Company (LLC) and Limited Liability Partnership (LLP))☐ Partnership (excluding LLP)☐ Other. Specify: _____

Debtor VidAngel, Inc.
Name

Case number (if known) 17-

7. Describe debtor's business

A. Check one:

- ☐ Health Care Business (as defined in 11 U.S.C. § 101(27A))
☐ Single Asset Real Estate (as defined in 11 U.S.C. § 101(51B))
☐ Railroad (as defined in 11 U.S.C. § 101(44))
☐ Stockbroker (as defined in 11 U.S.C. § 101(53A))
☐ Commodity Broker (as defined in 11 U.S.C. § 101(6))
☐ Clearing Bank (as defined in 11 U.S.C. § 781(3))
☒ None of the above

B. Check all that apply:

- ☐ Tax-exempt entity (as described in 26 U.S.C. § 501)
☐ Investment company, including hedge fund or pooled investment vehicle (as defined in 15 U.S.C. § 80a-3)
☐ Investment advisor (as defined in 15 U.S.C. § 80b-2(a)(11))

C. NAICS (North American Industry Classification System) 4-digit code that best describes debtor. See <http://www.uscourts.gov/four-digit-national-association-naics-codes>.

5 1 2 1

8. Under which chapter of the Bankruptcy Code is the debtor filing?

Check one:

- ☐ Chapter 7
☐ Chapter 9
☒ Chapter 11. **Check all that apply:**
☒ Debtor's aggregate noncontingent liquidated debts (excluding debts owed to insiders or affiliates) are less than \$2,490,925 (amount subject to adjustment on 4/01/16 and every 3 years after that).
☐ The debtor is a small business debtor as defined in 11 U.S.C. § 101(51D). If the debtor is a small business debtor, attach the most recent balance sheet, statement of operations, cash-flow statement, and federal income tax return or if all of these documents do not exist, follow the procedure in 11 U.S.C. § 1116(1)(B).
☐ A plan is being filed with this petition.
☐ Acceptances of the plan were solicited prepetition from one or more classes of creditors, in accordance with 11 U.S.C. § 1126(b).
☒ The debtor is required to file periodic reports (for example, 10K and 10Q) with the Securities and Exchange Commission according to § 13 or 15(d) of the Securities Exchange Act of 1934. File the *Attachment to Voluntary Petition for Non-Individuals Filing for Bankruptcy under Chapter 11* (Official Form 201A) with this form.
☐ The debtor is a shell company as defined in the Securities Exchange Act of 1934 Rule 12b-2.
☐ Chapter 12

9. Were prior bankruptcy cases filed by or against the debtor within the last 8 years?

☒ No

☐ Yes. District _____ When _____ Case number _____
MM / DD / YYYY
District _____ When _____ Case number _____
MM / DD / YYYY

If more than 2 cases, attach a separate list.

10. Are any bankruptcy cases pending or being filed by a business partner or an affiliate of the debtor?

☒ No

☐ Yes. Debtor _____ Relationship _____
District _____ When _____
MM / DD / YYYY
Case number, if known _____

List all cases. If more than 1, attach a separate list.

Debtor VidAngel, Inc. Case number (if known) 17-
Name

11. Why is the case filed in *this* district?

Check all that apply:

- ☒ Debtor has had its domicile, principal place of business, or principal assets in this district for 180 days immediately preceding the date of this petition or for a longer part of such 180 days than in any other district.
- ☐ A bankruptcy case concerning debtor's affiliate, general partner, or partnership is pending in this district.

12. Does the debtor own or have possession of any real property or personal property that needs immediate attention?

- ☒ No
- ☐ Yes. Answer below for each property that needs immediate attention. Attach additional sheets if needed.

Why does the property need immediate attention? *(Check all that apply.)*

- ☐ It poses or is alleged to pose a threat of imminent and identifiable hazard to public health or safety.
What is the hazard? _____
- ☐ It needs to be physically secured or protected from the weather.
- ☐ It includes perishable goods or assets that could quickly deteriorate or lose value without attention (for example, livestock, seasonal goods, meat, dairy, produce, or securities-related assets or other options).
- ☐ Other _____

Where is the property? _____

Number _____ Street _____

City _____ State _____ ZIP Code _____

Is the property insured?

- ☐ No
- ☐ Yes. Insurance agency _____
- Contact name _____
- Phone _____

Statistical and administrative information

13. Debtor's estimation of available funds

Check one:

- ☒ Funds will be available for distribution to unsecured creditors.
- ☐ After any administrative expenses are paid, no funds will be available for distribution to unsecured creditors.

14. Estimated number of creditors

- | | | |
|----------------------------------|--|---|
| <input type="checkbox"/> 1-49 | <input type="checkbox"/> 1,000-5,000 | <input type="checkbox"/> 25,001-50,000 |
| <input type="checkbox"/> 50-99 | <input type="checkbox"/> 5,001-10,000 | <input type="checkbox"/> 50,001-100,000 |
| <input type="checkbox"/> 100-199 | <input type="checkbox"/> 10,001-25,000 | <input checked="" type="checkbox"/> More than 100,000 |
| <input type="checkbox"/> 200-999 | | |

15. Estimated assets

- | | | |
|--|--|--|
| <input type="checkbox"/> \$0-\$50,000 | <input checked="" type="checkbox"/> \$1,000,001-\$10 million | <input type="checkbox"/> \$500,000,001-\$1 billion |
| <input type="checkbox"/> \$50,001-\$100,000 | <input type="checkbox"/> \$10,000,001-\$50 million | <input type="checkbox"/> \$1,000,000,001-\$10 billion |
| <input type="checkbox"/> \$100,001-\$500,000 | <input type="checkbox"/> \$50,000,001-\$100 million | <input type="checkbox"/> \$10,000,000,001-\$50 billion |
| <input type="checkbox"/> \$500,001-\$1 million | <input type="checkbox"/> \$100,000,001-\$500 million | <input type="checkbox"/> More than \$50 billion |

Debtor	<u>VidAngel, Inc.</u>	Case number (if known)	<u>17-</u>
Name			

16. Estimated liabilities	<input type="checkbox"/> \$0-\$50,000	<input checked="" type="checkbox"/> \$1,000,001-\$10 million	<input type="checkbox"/> \$500,000,001-\$1 billion
	<input type="checkbox"/> \$50,001-\$100,000	<input type="checkbox"/> \$10,000,001-\$50 million	<input type="checkbox"/> \$1,000,000,001-\$10 billion
	<input type="checkbox"/> \$100,001-\$500,000	<input type="checkbox"/> \$50,000,001-\$100 million	<input type="checkbox"/> \$10,000,000,001-\$50 billion
	<input type="checkbox"/> \$500,001-\$1 million	<input type="checkbox"/> \$100,000,001-\$500 million	<input type="checkbox"/> More than \$50 billion

Request for Relief, Declaration, and Signatures

WARNING -- Bankruptcy fraud is a serious crime. Making a false statement in connection with a bankruptcy case can result in fines up to \$500,000 or imprisonment for up to 20 years, or both. 18 U.S.C. §§ 152, 1341, 1519, and 3571.

17. Declaration and signature of authorized representative of debtor

The debtor requests relief in accordance with the chapter of title 11, United States Code, specified in this petition.

I have been authorized to file this petition on behalf of the debtor.

I have examined the information in this petition and have a reasonable belief that the information is true and correct.

I declare under penalty of perjury that the foregoing is true and correct.

Executed on 10/18/2017
MM / DD / YYYY

X

[Signature]
Signature of authorized representative of debtor

Neal Harmon

Printed name

Title Chief Executive Officer

18. Signature of attorney

X

/s/J. Thomas Beckett

Date 10/26/

Signature of attorney for debtor

MM / DD / YYYY

J. Thomas Beckett

Printed name

Parsons Behle & Latimer

Firm name

One Utah Center, 201 S. Main St., Suite 1800

Number Street

Salt Lake City

City

UT

State

84111

ZIP Code

801.532.1234

Contact phone

B Rothschild@parsonsbehle.com

Email address

5587

Bar number

UT

State


**ACTION BY UNANIMOUS WRITTEN CONSENT
OF THE BOARD OF DIRECTORS
OF
VIDANGEL, INC.**

The undersigned, constituting all of the members of the Board of Directors (the “**Board**”) of **VIDANGEL, INC.**, a Delaware corporation (the “**Company**”), pursuant to Section 141(f) of the Delaware General Corporation Law, hereby adopt, by unanimous written consent, the resolutions attached hereto as **Annex I**.

This Action by Unanimous Written Consent may be executed electronically and in one or more counterparts and shall be filed with the minutes of the proceedings of the Board.

IN WITNESS WHEREOF, the undersigned have executed this Action by Unanimous Written Consent effective as of the 17th day of October, 2017.

DocuSigned by:



PAUL AHLSTROM

DocuSigned by:



NEAL HARMON

DocuSigned by:



DALTON WRIGHT

ANNEX I
RESOLUTIONS
OF THE BOARD OF DIRECTORS OF
VIDANGEL, INC.

APPROVAL OF CHAPTER 11 BANKRUPTCY FILING

WHEREAS, the Board has reviewed in detail the financial, legal, and operational status of the Company and has determined it to be in the best interest of the Company and its owners to seek relief under Chapter 11 of Title 11 of the United States Code (the “*Bankruptcy Code*”) by filing a case (the “*Chapter 11 Case*”) in the United States Bankruptcy Court for the District of Utah (the “*Bankruptcy Court*”).

NOW, THEREFORE, BE IT RESOLVED, that Neal Harmon and Liz Ellis, as the CEO and COO, respectively, of the Company (the “*Authorized Officers*”), be and hereby are authorized, directed, and empowered to petition for relief under Chapter 11 of the Bankruptcy Code by filing the Chapter 11 Case with the Bankruptcy Court and to take such actions as may be necessary to accomplish the foregoing Chapter 11 Case;

RESOLVED FURTHER, that the Authorized Officers be, and hereby are, authorized and directed, on behalf of the Company, to retain (1) the law firm of Parsons Behle & Latimer to represent the Company, as lead counsel, in connection with the Chapter 11 Case, upon such terms and conditions as the Authorized Officers shall approve, and (2) Rocky Mountain Advisory as its financial advisor in connection with the Chapter 11 Case, upon such terms and conditions as the Authorized Officers shall approve;

RESOLVED FURTHER, that the Authorized Officers and the other current duly appointed officers of the Company are hereby authorized and directed to do all such other acts, as may be necessary, required, appropriate, or convenient in order to cause the Company to carry out and complete all of its duties and obligations in accordance with the foregoing resolutions and to carry out fully the intent of the foregoing resolutions;

RESOLVED FURTHER, that the Authorized Officers and the other current duly appointed officers of the Company be, and hereby are, authorized, empowered, and directed, for and on behalf of the Company to execute and deliver such pleadings, agreements, instruments, certificates, and other documents as the Authorized Officers may deem necessary or appropriate to effectuate the filing under Chapter 11 of the Bankruptcy Code and the reorganization of the Company under Chapter 11, all in such form and upon such terms as the Authorized Officers shall approve, the approval and execution by the Authorized Officers of any such documents or items to evidence conclusively the approval thereof by the Company;

RESOLVED FURTHER, that all acts and actions taken by the Authorized Officers and any other current duly appointed officer of the Company prior to the date hereof with respect to the foregoing be, and hereby are, in all respects confirmed, approved, and ratified; and

RESOLVED FURTHER, that the Authorized Officers be, and hereby are, authorized to employ other special counsel, financial advisors, accountants, and other professionals as they deem necessary and appropriate to represent, assist, or consult with the Company in connection with the Chapter 11 Case, and other counsel to assist the Company, as necessary, with other matters.